


I, Sean K. O'Neill, an Economic Officer of the Embassy of the United States of America to the People's Republic of Bangladesh (the "Embassy") certify that the attached is a true copy of diplomatic note no. 013 sent by the Embassy to the Ministry of Foreign Affairs of the People's Republic of Bangladesh on March 17, 2003 (the "Original Diplomatic Note") and of the documents attached to the Original Diplomatic Note.

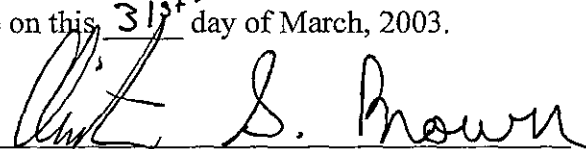
Signed this 31st day of March, 2003


Sean K. O'Neill
Economic Officer

Certificate of Acknowledgement

Bangladesh }
City of Dhaka }
Embassy of the United States of America }

I have examined the documents to which this certification is attached and found them to contain eight (8) pages, each of which page I have caused my seal to be affixed unto. This document was acknowledged before me on this, 31st day of March, 2003.


Name: Clinton Brown
Vice Consul Vice Consul of the
United States of America

Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

I certify that this/ve annexed document is a true and faithful copy of the original, and that it has been carefully examined by me, compared with the said original, and found to agree with it word-to-word and figure-to-figure.

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Signature [Signature]

Date: March 31, 2002 Title: Economic Officer - / Vice Consul

No. 013

The Embassy of the United States of America presents its compliments to the Ministry of Foreign Affairs of the People's Republic of Bangladesh and has the honor to refer to the letter from the Minister of Environment and Forests of the Government of the People's Republic of Bangladesh, D.O. no. MoEF/S-5/25/2002/33 of January 13, 2002 (the "Ministry's letter"), as well as to the letter from the Director of the United States Agency for International Development Office in Dhaka, Bangladesh to the Ministry of Environment and Forests no. 0604 of August 15, 2002 (the "USAID letter"), concerning changes to the Agreement between the Government of the United States of America and the Government of the People's Republic of Bangladesh Concerning the Establishment of a Tropical Forest Fund and a Tropical Forest Conservation Foundation (the "Agreement") signed on September 12, 2000. Copies of both letters are attached.

The Embassy welcomes the agreement of the Government of the People's Republic of Bangladesh with the changes proposed to Article III (2) of the Agreement so that it now reads as follows:

2. The Board shall consist of seven to ten members. It shall be composed of:
 - A. At least one representative appointed by the U.S. Government;
 - B. At least one representative appointed by the Government of Bangladesh; and

C. At least three representatives of a broad range of nongovernmental forest-related interests within Bangladesh, including representatives from:

- (i) environmental nongovernmental organizations;
- (ii) local community development nongovernmental organizations;
and
- (iii) scientific, academic and/or forestry organizations.

The Embassy has the honor to confirm that the USAID letter and the Ministry's letter in reply constitute an international agreement between our two Governments that enters into force on the date of this Note, with effect from January 13, 2003, the date of the Ministry's letter agreeing to the changes.

The Embassy of the United States of America avails itself of this opportunity to renew to the Ministry of Foreign Affairs of the People's Republic of Bangladesh the assurances of its highest consideration.

Embassy of the United States of America,

Dhaka, March 17, 2003.



Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

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Signature [Signature]

Date March 31, 2003 Title: Economic Officer / Vice Consul

UNITED STATES OF AMERICA
AGENCY FOR INTERNATIONAL DEVELOPMENT
Dhaka, Bangladesh

August 15, 2002

Mr. Sabihuddin Ahmed
Secretary
Ministry of Environment and Forests
Bhaban 6, 13th Floor
Secretariat
Dhaka

AID Letter no: 0604

Dear Mr. Ahmed:

This letter is to follow-up on the letter sent to you by Michael Gonzales on July 23rd. In that letter, Mr. Gonzales raised the issue of identifying two additional non-governmental members to serve on the Board of Directors of the Bangladesh Tropical Forest Conservation Foundation. He also mentioned that Washington has agreed to amend the Bilateral Agreement via an exchange of letters between Ambassador Peters and Minister Siraj.

The US Embassy suggests several potential candidates below who we believe would be strong additions to the present five-member Board. While these individuals did not participate in the December 2000 NGO consultation process, each one has been recommended to the U.S. Embassy by NGOs as strong potential members of the Board. All four individuals mentioned below are figures of national prominence and we hope that you will agree that each of them has demonstrated a long-term, active interest in environmental conservation efforts. The potential candidates, in no order of preference, are:

- Mr. Raja Devashish Roy, Chakma Raja, Chairperson TAUNGYA Agroforestry NGO
- Dr. Ainun Nishat, Country Representative, IUCN Bangladesh
- Mr. Kazi Fazler Rahman, Advisor and former Chairman of PKSF and Chairperson to Acid Survivors NGO
- Prof. Abdur Rahman, Chairman, Department of Forestry, Khulna University

Please note that the U.S. Embassy has not had any contact with any of these individuals to determine if they would be interested in serving in this capacity. We would suggest that we meet in the near future to discuss candidates for these positions.

Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

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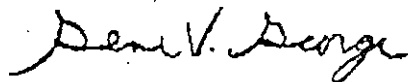
Signature [Signature]

Date: Aug 31, 2002 Title: Economic Officer / Vice Consul

I would also like to share with you the draft language which is attached and was developed by the U.S. Department of State to accomplish the change in the composition of the Board of Directors from five members to seven members. If you have any questions or comments on the proposed language please let me know. Once we receive a confirmation from your office that this draft language is acceptable, we will release the official version signed by Ambassador Peters.

Once the exchange of letters is completed, we will advise our local counsel to amend the draft Memorandum and Articles of Association for the Foundation.

Sincerely,



Gene V. George
Mission Director

Enclosure: a/s

Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

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Signature 

Date: March 31, 2003 Title: Economic Officer /
Cons Vice Consul

Mr. Minister:

I am writing to propose an amendment to the Agreement between the Government of the United States of America and the Government of the People's Republic of Bangladesh Concerning the Establishment of a Tropical Forest Fund and a Tropical Forest Conservation Board (the "Agreement"), signed on September 12, 2000. As you are aware, Article III(2) of the Agreement currently states:

"2. The Board shall consist of five members. It shall be composed of:

- A. One representative appointed by the U.S. Government;
- B. One representative appointed by the Government of Bangladesh; and
- C. Three representatives of a broad range of nongovernmental forest-related interests within Bangladesh, including representatives from;
 - (i) environmental nongovernmental organizations;
 - (ii) local community development nongovernmental organizations; and
 - (iii) scientific, academic and/or forestry organizations."

Subsequent to signing the Agreement, we have learned that it is a requirement of Bangladeshi law that in order for the Board to be incorporated in Bangladesh it must have at least seven members. Therefore we propose amending Article III(2) of the agreement as follows:

"2. The Board shall consist of seven to ten members. It shall be composed of:

- A. At least one representative appointed by the U.S. Government;
- B. At least one representative appointed by the Government of Bangladesh; and
- C. At least three representatives of a broad range of nongovernmental forest-related interests within Bangladesh, including representatives from;
 - (i) environmental nongovernmental organizations;
 - (ii) local community development nongovernmental organizations; and
 - (iii) scientific, academic and/or forestry organizations."

As can be seen, the proposed amendment changes Article III (2) by changing the number of Board members from "five" to "seven to ten" and placing "at least" before the number of designated representatives from the U.S. Government, Government of Bangladesh and nongovernmental organizations. These changes will allow the Board to have at least seven members, as required by Bangladeshi law, and provide the flexibility for the Board to have as many as ten members without amending the Agreement.

We note that the current requirement in Article III(3) that the representatives in Article III (2)(C), that is the non-government representatives, shall constitute a majority of the members of the Board is still in effect. Thus, whether the Board consists of seven members or additional members up to ten members, the representatives in Article III (2)(C) shall always constitute a majority of the Board.

We propose that the first Board will have one representative from the U.S. Government, one representative from the Government of Bangladesh and five representatives from eligible nongovernmental organizations.

I certify that this/ the annexed document is a true and faithful copy of the original, and that it has been carefully examined by me, compared with the said original, and found to be a true and faithful copy word-to-word and figure-to-figure.

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Signature

Date: March 31, 2003 Title: Economic Officer - 1
Vice Consul

The U.S. Government supports amending the Agreement in the manner indicated above. Please inform us in writing of your government's concurrence with this amendment. With that written confirmation of concurrence, Article III (2) will be considered thus amended by both Governments.

Sincerely,

Mary Ann Peters

Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

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This photocopy consists of 8 page(s).

Signature [Signature]

Date: March 31, 2003 Title: Economic Officer /
Vice Consul

Dear Madam Ambassador:

I am writing to indicate my government's concurrence with the amendment you proposed in a [date] letter to Article III (2) of Agreement Between the Government of the United States of America and The Government of the People's Republic of Bangladesh Concerning the Establishment of a Tropical Forest Fund and a Tropical Forest Conservation Board (the "Agreement"), signed on September 12, 2000.

We agree with all of the changes you proposed to Article III (2) and therefore, with this letter the Article III(2) of the Agreement now states:

- "2. The Board shall consist of seven-ten members. It shall be composed of:
- A. At least one representative appointed by the U.S. Government;
 - B. At least one representative appointed by the Government of Bangladesh; and
 - C. At least three representatives of a broad range of nongovernmental forest-related interests within Bangladesh, including representatives from;
 - (i) environmental nongovernmental organizations;
 - (ii) local community development nongovernmental organizations; and
 - (iii) scientific, academic and/or forestry organizations."

We understand that the current requirement in Article III(3) that the representatives in Article III (2)(C), that is the non-governmental representatives, shall constitute a majority of the members of the Board is still in effect, whether the Board consists of seven members or additional members up to ten members.

We also understand that the first Board shall consist of seven members: one representative of the U.S. Government, one representative of the Government of Bangladesh and five representatives from eligible nongovernmental organizations.

Sincerely,

Shahjahan Siraj

Bangladesh)
City of Dhaka) SS:
Embassy of the United States of America)

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Signature

Date: March 31, 2003 Title: Economic Officer /
Vice Consul



Minister
Ministry of Environment & Forest
Government of the People's Republic of Bangladesh

D. O. No.D.O.No:MoEF/S-5/25/2002/ 33

Dated the 13.01.2003

Excellency,

The Government of the People's Republic of Bangladesh presents its complements to the Government of the United States of America and has the honor to indicate the concurrence of the Government of People's Republic of Bangladesh to the amendment proposed in your letter dated 15 August, 2002 (under reference no. 0604) regarding Article III (2) of Agreement between the Government of the United States of America and the Government of the People's Republic of Bangladesh concerning the establishment of a Tropical Forest Fund and a Tropical Forest Conservation Foundation under "Agreement" signed on September 12, 2000.

2. We are in agreement with the changes you proposed to Article III (2) and therefore, with this letter the Article III(2) of the Agreement now states:

"2.The Board shall consist of seven-ten members. It shall be composed of:

- A. At least one representative appointed by the U.S. Government;
- B. At least one representative appointed by the Government of Bangladesh; and
- C. At least three representatives of a broad range of non-governmental forest related interests within Bangladesh, including representatives from;
 - (i) environmental non-governmental organizations,
 - (ii) local community development non-governmental organization, and
 - (iii) scientific, academic and / or forestry organizations."

3 We understand that the current requirement in Article III(3) that the representatives in Article III (2) (C), that is the non-governmental representatives, shall constitute a majority of the members of the Foundation is still in effect, whether the Foundation consists of seven members or additional members up to ten members.

4. We also understand that the first Board shall consist of seven members in keeping with the reformulated Article III (2) of the agreement.

With assurance of our highest consideration always.

Yours Sincerely,

Bangladesh
City of Dhaka
Embassy of the United States of America)

(Shahjan Siraj)

I certify that this/the annexed document is a true and faithful copy of the original, and that it has been carefully examined by me, compared with the said original, and found to agree with it word-to-word and figure-to-figure.

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Signature

Date: March 31, 2003 Title: Economic Officer / Vice Consul

✓ Her Excellency,
Madam Mary Ann Peters,
Hon'ble Ambassador,
United States of America,
Baridhara,
Dhaka.